



INSTITUTO AVALIAÇÃO

STATUTE

Instituto de Avaliação, Pesquisa, Programas e Projetos Socioambientais – IA
CNPJ: 06.109.127/0001-20

CHAPTER I

- Denomination, Headquarters, Term and Objectives -

Article 1. The Instituto de Avaliação, Pesquisa, Programas e Projetos Socioambientais, hereinafter referred to as IA, registered with CNPJ / MF under number 06.109.127 / 0001-20, for the purposes of this statute and advertising in general, founded on February 4, 2004 , with headquarters and venue at CLN 303, Bloco C, Sala 216, Asa Norte, CEP 70.735-530, Brasília, Distrito Federal, Brazil, is a non-profit civil association, with public and private purposes, without political-party, democratic ties, pluralist, without distinction of race, color, sex, sexual orientation, language, religion, political or other opinion, of national or social origin, with an indefinite duration, whose activities will be governed by this Statute And the legislation in force.

Sole paragraph. In order to fulfill its purposes, the IA may establish offices and representations in other locations in any part of the national territory or abroad, by means of a decision by its Executive Board.

Article 2. IA is regularly qualified as a Civil Society Organization of Public Interest, pursuant to Law No. 9,790, of March 23, 1999 and Decree No. 3,100, of June 30, 1999.

Article 3. IA has the following general objectives:

- I. facilitate democracy, social governance and the participation of government entities and civil society in public and private matters;
- II. promote actions aimed at ensuring the exercise of social and individual rights, freedom, security, well-being, development, equality, justice, ecologically balanced environment and the appreciation and respect for sociodiversity, biodiversity and practices cultural aspects of indigenous peoples, “quilombolas” and traditional communities;
- III. defend the protection, conservation, organization and promotion of historical, archaeological, cultural, artistic, touristic and landscape heritage (material and immaterial);
- IV. defend the preservation, restoration, conservation and ecological and sustainable management of species and ecosystems;



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- V. to develop, implement and promote social and environmental management and promotion mechanisms, in the public and private spheres;
- VI. develop, implement and disseminate actions to combat and eradicate poverty, marginalization and reduce social and regional inequalities;
- VII. promote social, environmental, economic, agrosilvopastoral, housing and urban development.
- VIII. develop, promote, disseminate and reapply social technologies, socio-productive models and alternative credit in the areas of production, commerce, housing, infrastructure, employment, income generation, solid waste and environmental sanitation;
- IX. arbitrate, to promote welfare and social justice, on issues of socio-cultural, environmental and economic value, and impacts of projects with the use of environmental resources, works and activities potentially causing significant environmental degradation and social impact;
- X. promoting institutionalities and positive behaviors for project and program management;
- XI. foster associations, cooperatives and entrepreneurship;
- XII. encourage and support innovation in social and environmental enterprises and businesses;
- XIII. elaborate, develop projects and conceptual methodologies of architecture and engineering aiming at the diffusion of concepts and practices of bioconstruction, sustainable civil construction and sustainable landscaping and landscape;
- XIV. evaluate, propose and execute public and private policies;
- XV. support and promote cooperatives and associations, recyclable and reusable material collectors, farmers, and environmental resource managers, and assist them in the management, administration, provision of services and marketing of products;
- XVI. promote the organization and management of data, information and publications and their mechanisms for publication;
- XVII. promote the practice of science, culture and leisure;
- XVIII. enter into agreements, contracts, consortia, terms of partnerships and similar instruments with other entities, national and international, governmental or private, for the development of projects related to its objectives;



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XIX. provide technical, legal and legislative advice within the scope of its activities;

XX. propose and defend its objectives in the administrative or judicial spheres, including public civil action and writ of mandamus aiming to protect the protected rights and interests;

XXI. edit, publish, distribute, promote and market your technical-scientific publications, including magazines, books, newspapers, newsletters and newsletters, both in print and electronic and other media;

XXII. produce or co-produce, publish, distribute, promote audiovisual works for cinema, television, internet or other media; and

XXIII. Organize and promote studies, research, congresses, symposia, seminars, courses, conferences, training of professionals related to the objectives of the IA contained in item II of this article.

Sole paragraph - The specific objectives of the IA will be defined in its Internal Regulations to be approved by the General Assembly.

Article 4º. To achieve its objectives the IA will conduct the following general activities:

I. elaborate and propose public and private policies;

II. systematize, make available, publish and publicize information and data, and their analysis, using the different types of existing media;

III. conduct studies and provide technical and legal advice to public or private entities, national or international;

IV. develop and execute programs, projects, plans and research, as well as the methodologies for implementing these;

V. carry out direct and indirect management of protected areas, public and private;

VI. hold seminars, congresses, campaigns, workshops, technical meetings and similar activities;

VII. to develop and execute free education, teaching and extension systems and projects, observing the complementary form of participation of OSCIPs;

VIII. design, develop and implement computerized systems, software;



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- IX. facilitate and implement resource planning, management and monitoring;
- X. litigate and bring legal actions;
- XI. finance projects and programs, and alternative credit systems;
- XII. act in the scientific, technological and innovation areas;
- XIII. carry out campaigns to collect and finance programs, projects and research;
- XIV. manage human and financial resources;
- XV. develop partnerships and favor interinstitutional articulation;
- XVI. develop communication and use audio-visual tools;
- XVII. manage cultural, educational, libraries and leisure spaces and centers;
- XVIII. implement activities to support forest and agricultural production; and
- XIX. carry out training and training in final areas and middle areas (administrative);

Sole paragraph. The specific activities of the IA will be defined in its Internal Regulations to be approved by the General Assembly.

Article 5. IA may license and commercialize products under its own brand, or brand designed for a specific purpose, and, in association, provide paid services for capturing and training, aiming exclusively to raise funds for the development and execution of the socio-environmental projects for which it is intended..

CHAPTER II

- Qualification as OSCIP -

Article 6. IA will seek to maintain qualification as a Civil Society Organization of Public Interest – OSCIP, the legal qualification of a non-profit organization in Brazil, observing the following principles:

- I. legality, impersonality, morality, publicity, economy and efficiency;



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II. adopt necessary and sufficient administrative management practices to prevent the obtaining, individually or collectively, of personal benefits or advantages, as a result of participation in the decision-making process;

III. constituting a Fiscal Council with the competence to give an opinion on financial and accounting performance and equity transactions carried out, issuing opinions to the higher bodies of the IA;

IV. provide that, in the event of dissolution of the entity, the respective shareholders' equity will be transferred to another qualified legal entity, preferably having the same corporate purpose as the extinct one.

V. provide that, in the event that the IA loses the qualification of OSCIP, the respective available patrimony, acquired with public resources during the period in which the qualification lasted, will be transferred to another qualified legal entity, preferably having the same corporate purpose ;

VI. institute remuneration for the directors of the entity that effectively act in executive management and for those that render specific services to it, respecting, in both cases, the values practiced by the market, in the region corresponding to its area of operation; and

- VII. obey the rules of accountability to be observed by the entity, fulfilling, at least, the following requirements:
- a) a) observance of fundamental accounting principles and Brazilian Accounting Standards; and
 - b) b) mandatory publicity by any effective means, at the end of the fiscal year, of the entity's activity report and financial statements, including negative debt certificates with the INSS and FGTS, making it available to any citizen for examination ;
 - c) c) submit to the performance of an audit, including by independent external auditors, if applicable, of the application of any resources that are the object of the partnership term, as provided for in the regulation; and
 - d) d) submit to the accountability of all resources and goods of public origin received by the entity in the form of Article 70, Sole paragraph, of the Federal Constitution.

§ 1 Personal benefits or advantages are understood, under the terms of item II of this article:

I - by the directors of the entity and their spouses, companions and collateral or related relatives up to the third degree;

II - by the legal entities of which the aforementioned are controlling shareholders or hold more than ten percent of the shareholdings.

§ 2 In the event that IA loses the qualification of OSCIP, established by Law No. 9,790 / 99, the respective available patrimony, acquired with public resources during the period in which that qualification lasted, will be



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transferred to another qualified legal person under the terms of Law no. 9,790 / 99, preferably having the same corporate purpose.

CHAPTER III

- Social Constitution and Institutional Partnerships -

Section I – Associates

Article 7. IA will consist of an unlimited number of members, and will be distributed in 03 (three) categories:

I. Executive Associate - all individuals or legal entities, who are appointed by the Executive Board and admitted by the General Assembly, collaborate to achieve the social objectives of the IA, having the commitment to ensure the integrity of its management;

II. Collaborating Associate - all individuals or legal entities that, identified with the objectives of the IA, request their entry and, being approved by the Board and collaborate with the established social goals and objectives;

III. Honorary Associate - all individuals or companies that, due to the importance of the relevant services provided in the defense of the objectives protected by the IA, are appointed by the Board and admitted by the General Meeting.

Sole paragraph: Members, regardless of category, do not respond jointly or severally for the obligations of the IA, nor will any rights have over the ideal share or fraction of the IA's assets in the event of withdrawal or exclusion.

Article 8. The participation of public servants in the composition of Councils, Committees or Directors of the IA is allowed, respecting the limitations of the position or public function that they exercise.

Section II - Institutional Partnerships

Article 9. The IA is allowed to establish an Institutional Partnership with an individual or legal entity under public or private law that establishes some type of technical, administrative or financial cooperation.

§ 1 The rights and duties of the Institutional Partner are limited to those established under the terms of the instrument that establishes the partnership.

§ 2 The Institutional Partnership will be approved by the Executive Board.



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§ 3 The Institutional Partnership must be signed by Agreement, Contract, Partnership Term, Technical Cooperation Agreement, Collaboration Term, Promotion Term, or other similar instruments.

§ 4 The specifics and duration of the partnership must be defined in the instrument of celebration.

Section III - The Rights and Duties of Associates and Institutional Partnerships

Article 10. IA is not responsible for personal or professional statements or opinions of its associates and institutional partners, whether written or verbal, in any type of situation, without the due consent of the Board.

Article 11. Members are prohibited from using the IA symbols or speaking on behalf of the Institute, unless authorized by the Board.

Article 12. The IA is neither liable nor jointly and severally liable for any obligation or damage caused by its members and institutional partners.

Sole paragraph. An associate or institutional partner who performs any act that violates the principles established in this Section or in the IA Code of Ethics, which may cause embarrassment or questioning about the entity's reputation, without prejudice or obligation to repair the excluded, may be excluded from the IA.

Article 13. The rights of executive associates are:

- I. participate in meetings of the General Meeting with voting rights;
- II. vote and be voted for the elective positions of the IA;
- III. frequent the headquarters of the IA and use its facilities, according to the rules and schedules established;
- IV. become aware of the projects and work in progress by the IA;
- V. participate in seminars, workshops and other meetings and activities organized by the IA;
- VI. to propose and discuss matters of interest to the IA, being able to vote, and to express itself formally on decisions taken;
- VII. participate in the actions that constitute the objectives of the IA;
- VIII. receive a document declaring you a member of the IA, as well as having a business card and nominal e-mail account, if you wish;



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- IX. make proposals for measures to the Executive Board and the Fiscal Council aimed at fulfilling the purposes of the IA;
- X. propose the admission of associates and institutional partners;
- XI. have access to the institution's management information;
- XII. integrate the IA Ethics Committee, upon appointment of the IA President; and
- XIII. request the summoning of any deliberative body, including the General Assembly, provided that the request has the support of at least 1/3 of the members of this category, by means of an application to the Presidency, establishing in the request the deadline for summons. They have the right to, if the period has elapsed, carry out the summons directly, following the summons formalities, and the Presidency is obliged to publish the summons act, under the terms of these Bylaws.

Article 14. The **institutional partners** have the following rights:

- I. Disclose the signed partnership.
- II. Fully enjoy the rights described in the partnership instrument.

Article 15. The rights of **Collaborating Associates** and **Honorary Associates** are:

- I. participate in the General Assembly meetings with the right to speak;
- II. frequent the headquarters of the IA and use its facilities, according to the rules and schedules established;
- III. participate in seminars, workshops and other meetings and activities organized by the IA;
- IV. propose and discuss matters of interest to the IA, but cannot, however, vote;
- V. participate in the actions that constitute the objectives of the IA;
- VI. receive a document declaring you a member of the IA, as well as having a business card and nominal e-mail account, if you wish.

Sole paragraph. Honorary members may join the IA Ethics Committee, upon appointment by the IA President.

Article 16. The duties of IA associates and partners are:



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- I. honor, defend and fight for IA, providing all moral, material and intellectual cooperation to strengthen the image of the Institute and its institutional role.
- II. act in accordance with ethics, decorum and zeal for the IA, in strict compliance with the legal, statutory and regimental provisions of the IA;
- III. be honest, straight, loyal and fair, showing all the integrity of your character, always choosing, when faced with two options, the best and the most advantageous for the common good;
- IV. permanently watch over the image and institutional integrity of the IA;
- V. always inform and have the consent of the Board, when representing the IA in meetings, meetings, workshops, seminars or similar activities;
- VI. collaborate professionally in the activities of the IA, when requested;
- VII. promote coexistence based on cordiality, mutual respect, equity, well-being, collaboration and team spirit, in pursuit of the common goal of AI, regardless of whether you hold a management position at the institution;
- VIII. share the knowledge and information necessary to carry out the institution's own activities;
- IX. pass on free data and information from your domain that collaborate towards the objectives of institutional actions and results.
- X. not to allow personal interests, sympathies or dislikes to interfere in dealing with associates, partners, employees or the general public and in the progress of the work;
- XI. not to harm in the IA environment or outside it, by any means, the image of the institution or the reputation of its associates, partners, contractors or public agents;
- XII. refrain from expressing an opinion or adopting practices that demonstrate prejudice of origin, race, sex, color, age, gender, creed, political conviction and any other forms of discrimination or that may disturb the institutional relations of IA or cause embarrassment to members, partners, employees, contractors or public agents;
- XIII. abstain, without prejudice to critical thinking and freedom of expression, in a deliberate way, to carry out or cause exhibitions in social networks or in alternative media that cause damage to the institutional image of IA, its associates, partners, employees, contractors or public agents;
- XIV. ensure the correct use of financial resources, materials, equipment, services contracted and placed at your disposal, being prohibited its use for personal expenses or interests;



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XV. refrain from practicing conduct to obtain, individually or collectively, personal benefits or advantages, as a result of participating in the respective decision-making process;

XVI. abstain from disclosing or publishing, in their own name, data, programs, methodologies or information produced in the exercise of their functions or in participation in institutional projects, including those developed in partnership, except for situations of institutional interest previously authorized;

XVII. fulfill the guidelines and tasks arising from the General Assembly;

XVIII. in case of election to a position, fulfill the functions inherent to the position;

XIX. accept the decisions of the General Meeting, the Executive Board and the Fiscal Council;

XX. know, comply with and enforce this IA Code of Ethics.

Section IV - Admission, Waiver, Recategorization, Penalty and Exclusion of Associates

Article 17. For admission to the board, for any category of associate the requirements are required:

- I. be over 18 (eighteen) years old and be morally fit;
- II. forward a term of voluntary adhesion to the IA Board;
- III. agree with these Bylaws, with the IA Code of Ethics and the principles defined therein.

§ 1 Collaborating associates will be admitted by act of the Executive Board, in the form of these Bylaws.

§ 2 The executive and honorary associates will be appointed by the Board and admitted by the IA General Assembly, observing the criteria established in these Bylaws.

§ 3 The right of the General Meeting to suspend the admission of a collaborating associate made by the Board of Directors is safeguarded, to analyze the merits and / or revoke the act, for a just reason, at the first General Meeting after admission, and after that it can only be done by exclusion process.

Article 18. The waiver must comply with the following provisions:

- I. the category of collaborating associate may request his resignation by means of a written communication, addressed to the Executive Board, justifying the reason for the withdrawal; and
- II. the categories of executive and honorary associates may request their resignation by means of a written communication addressed to the General Meeting, justifying the reason for the disaffiliation.



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Sole paragraph. The request for resignation of members will only be accepted if there are no pending and / or debts, whether administrative or financial, and how much of the obligations assumed before the IA.

Article 19. The reframing of the category of the executive associate should be proposed, when not exercising, or the distance to the effective exercise of the functions inherent to the category.

§ 1 The re-qualification of an executive associate will only be accepted by the General Assembly if there are no pending and / or debts, whether administrative or financial, and regarding the obligations assumed before the IA.

§ 2 Reframing may be proposed by the executive member himself or by indication of the majority of the members of the Board of Directors with the admission of the General Assembly.

Article 20. For non-compliance with any of the duties and obligations set forth in these Bylaws, the following penalties may be applied to the associates by the Executive Board:

- I. warning;
- II. suspension;
- III. exclusion of IA staff.

§ 1 The warning and suspension penalties will be imposed directly by the Executive Board, with the exception of the exclusion penalty and those imposed on the members of the Executive Board, which are the responsibility of the General Meeting.

§ 2 The suspension penalty may not exceed 180 (one hundred and eighty days).

§ 3 The non-payment of any pecuniary obligation assumed with the IA as established in regulation is characterized as just cause for the exclusion from the membership.

§ 4 Any serious misconduct is characterized as just cause for exclusion from the membership, as well as the practice of acts contrary to ethics and conduct, morals, good customs, intentional acts harmful to social heritage, as well as the recurrence of statutory infraction, all to be determined by an internal process for this purpose, under the terms of the disciplined procedure in the Internal Regulations. Article 21. Será também justa causa para exclusão do associado a condenação por crime punível com reclusão, a partir do trânsito em julgado da sentença.

Article 22. The Board of Directors will demand from the member that it is proven to cause damage to the IA's assets, the due repair.

Article 23. In any case, the member will be guaranteed the exercise of ample defense and the adversary in the disciplined form in the Internal Regulations.



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§ 1 The associate may appeal against the penalty imposed on him, addressed to the General Assembly.

§ 2 The appeal must be addressed to the President and filed with the IA within a non-extendable period of 10 (ten) days, counted from the date on which the associate, in any way, becomes aware of the penalty.

§ 3 It is incumbent upon the Executive Board to instruct the appeal and justify its decision, forwarding it to the General Meeting for deliberation.

§ 4 The appeal provided for herein will have suspensive effect until judgment by the General Meeting.

§ 5 When the appeal phase is over or the term for its presentation has elapsed "in albis", the decision will be immediately executed by the Executive Board.

CHAPTER IV

- IA Administration -

Section I - IA Organization

Article 24 - The organs of the IA are:

- I. General Meeting.
- II. Board of Directors;
- III. Fiscal Council;
- IV. Consulting board;
- V. IA Ethics Committee.

Section II - The General Assembly

Article 25. The General Assembly, the sovereign organ of the IA, will be composed of all members who are even with their obligations, who will have the right to speak, but only executive members will enjoy the right to voice and vote, which may be:

- I. Ordinary; or
- II. Extraordinary.

Subsection I – The Ordinary General Assembly

Article 26. The Ordinary General Assembly will be called by the President of the IA and will meet annually in the second semester to decide on:



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- a) Management Report and Accountability, related to the previous year;
- b) General Affairs.

Article 27. It will also meet, every three years, in the first ten days of the month of March, for the election of the members, members and alternates of the Executive Board and the Fiscal Council.

Article 28. The summons will be made by means of a notice to be posted at the headquarters and published on the IA website, at least 7 (seven) calendar days in advance.

Article 29. The Ordinary General Assembly shall meet, on the first call, with a minimum of 1/3 (one third) of members, and on the second call, after thirty minutes, with any number.

§ 1 They will be installed by the President or, in his absence, by any member of the Board of Directors, who will elect from among the executive associates, the secretary who will coordinate the composition of the board and conduct the work.

§ 2. The designated secretary shall draw up a summary of the Meeting, which shall be ratified by the President, or in his absence, by any member of the Executive Board.

§ 3 The vote is direct, with votes by proxy or by voting members present by means of teleconference being accepted.

§ 4 The resolutions of the Ordinary General Assembly may be taken by the majority of voting members present, with the President having the casting vote, unless otherwise provided in these Bylaws.

SubSection II - The Extraordinary General Assembly

Article 30. The Extraordinary General Assembly it will meet whenever necessary, when convened by the President of the IA, or the Board of Directors, or the Fiscal Council, or, still, by 1/3 (one third) of its executive members who are even with their obligations before the IA, to deliberate on:

- I. define objectives and guidelines for the IA's activities;
- II. resolve on amendments to these Bylaws;
- III. decide on the dissolution of the IA;
- IV. elect, remove and fill vacancies for the Executive Board and the Fiscal Council;
- V. decide on the admission of new executive members and fees indicated by the Board;
- VI. resolve on the request for resignation of executive and honorary members;



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- VII. analyze the Annual Activity Report and the Action Plan for the following fiscal year;
- VIII. authorize the acquisition and sale of real estate, or ratify the sale ad referendum made by the Executive Board;
- IX. to appreciate the entity's financial statements and balance sheets presented by the Executive Board;
- X. to resolve the omitted cases of the Statute, approved ad referendum by the Board;
- XI. judge the member's appeal against the penalty applied and decide on the exclusion process;
- XII. resolve on the compensation of the members of the Executive Board; and
- XIII. convene Assemblies to deal with matters of interest to the IA, approval of Internal Regulations and Code of Ethics.

Sole paragraph. The summons will be made by means of a notice to be posted at headquarters and published on the IA website, at least 7 (seven) calendar days in advance.

Article 31. The Extraordinary General Assembly will meet, on the first call, with a minimum of 1/3 (one third) of members, and on the second call, after thirty minutes, with any number.

§ 1 The appointed secretary shall draw up a summary of the Meeting, which shall be ratified by the President, or in his absence, by any member of the Executive Board.

§ 2 The vote is direct, with votes by proxy or by voting members present by means of teleconference being accepted.

§ 3 The resolutions of the Extraordinary General Meeting may be taken by the majority of voting members present, with the President having the casting vote, except for the following matters, whose quorum will be 2/3 (two thirds):

- I. resolve on changes to these Bylaws;
- II. decide on the dissolution of the IA;
- III. decide on the application of penalties to members of the Executive Board, and decide on the exclusion process; and
- IV. judge the member's appeal against the penalty applied and decide on the exclusion process.



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Section III – The Board

Article 32. The Board, the executive body of the IA administration, will have the following composition:

- I. President;
- II. Vice president;
- III. Executive Director;
- IV. Deputy Executive Director.

Article 33. The members of the Executive Board will have a mandate of 3 (three) years, with successive renewals permitted.

§ 1 After the term of office ends, the members of the Executive Board will remain in their positions until the minutes of the election of the new Directors are duly registered with a notary.

§ 2 In the event of vacancy of one or more positions on the Executive Board, the substitutes will be chosen by the General Meeting and will carry out their activities until the end of the Executive Board's mandate.

Article 34. The Board of Directors will meet ordinarily to deal with matters within its competence and, extraordinarily, whenever necessary, the deliberations of which shall be duly registered in the Minutes and filed with the IA.

§ 1 The call will be made by the President or by any of the officers.

§ 2 The Executive Board will preferentially deliberate by consensus, and, in this impossibility by a simple majority of votes, except as otherwise provided in these Bylaws.

§ 3 They may participate in the Board of Directors' meetings, invited, with the right to speak, when summoned by a director.

§ 4 The members of the board of directors will not be personally responsible for the obligations they incur in the name of the IA and due to a regular management act, however, responding personally and civilly, for the damages they cause, when they proceed:

- I - within its attributions or powers, with guilt or deceit;
- II - with violation of the law or rules established in these Bylaws.

Sole paragraph. Exempt from any responsibilities, be it objective, subjective, joint or subsidiary, the board member who did not participate in the management actions, even if he is a part of it, and will not be held personally responsible for acts of other members of the Board.



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Article 35. The Board is responsible for:

- I. deliberate on administrative issues resulting from the exercise of the activities of the IA;
- II. prepare the annual budget to be submitted to the General Assembly;
- III. submit the Report and Accountability to be submitted to the General Meeting;
- IV. apply a penalty to members, using the General Assembly;
- V. designate, by Executive Board Resolution, the replacement period for the President or Executive Director in the event of absence, impediment or removal of the replaced person;
- VI. present its annual Work Plan at the regular meetings of the Deliberative Council, as well as report on its compliance at the next regular meeting;
- VII. comply with and enforce the resolutions of the General Meeting, when in compliance with the Law and the Bylaws;
- VIII. study and propose administrative, financial and economic measures;
- IX. develop IA internal rules and procedures;
- X. establish relations with national and foreign class representative entities;
- XI. appoint an executive and honorary associate for admission to IA staff by the General Assembly;
- XII. to authorize the use, by the associates, of the symbols and logo of the IA or to manifest themselves on behalf of the Institute;
- XIII. authorize the establishment of offices and IA representations in other locations;
- XIV. authorize the signing, by the President of the IA, of contracts, covenants, institutional partnership, agreements or similar;
- XV. promote debates, conferences, meetings, courses, congresses and other similar activities, aimed at increasing the study of subjects of interest to the IA;



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- XVI. promote the publication of magazines, newsletters, monographs and other works of interest to the IA;
- XVII. define the position and salary plan of the entity and IA service providers;
- XVIII. establish and implement the policies, projects, themes, priority lines and other matters of political and strategic interest of the IA;
- XIX. to deliberate on the operational procedures for the functioning of the IA and on its organizational structure, aiming at the execution and coordination of activities;
- XX. designate professionals to respond as Coordinator or Manager;
- XXI. forward to the General Meeting a request for authorization, duly justified, for the sale of real estate, and execute its decision;
- XXII. appoint the compliance manager.
- XXIII. designate professionals to respond as Coordinator or Manager, issue a power of attorney and prepare the professional's work plan or term of reference; and
- XXIV. authorize extraordinary expenses, not foreseen in the annual budget, indicating financial resources to be used.

Article 36. The President is responsible for:

- I. represent the Entity, actively and passively, judicially or extrajudicially, and, in particular, in relations with public authorities, similar associations and other entities;
- II. call and direct the Executive Board meetings;
- III. call and preside over the General Assembly pursuant to these Bylaws;
- IV. formalize the Board of Executive Officers' deliberations, making them known to interested parties;
- V. designate Director (s) or associate (s) to perform (s) specific task (s);



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- VI. choose and appoint, among the executive and honorary members, the full and alternate members of the IA Ethics Committee;
- VII. sign, always in conjunction with the Executive Director, any orders for opening, operating and closing bank accounts, handling of social funds, including checks or withdrawing deposits and any kind of securities, deposits, payment orders, budget forecasts, balance sheets, balance sheets and financial reports;
- VIII. authorize payments due by the IA;
- IX. process the internal process of applying penalties to members;
- X. deciding on an appeal filed against a decision by the IA Ethics Committee
- XI. assume powers to enter into obligations, compromise, waive rights, dispose of social assets or in any way encumber them, provided that they are expressly authorized by the General Meeting or by the Audit Committee;
- XII. represent the IA in public bodies, private institutions, notaries and in any institution that is necessary to carry out institutional work, at the national and international levels;
- XIII. appoint attorneys-in-fact, with specific terms of office for specific periods;
- XIV. establish and implement the policies, projects, themes, priority lines and other matters of political and strategic interest of the IA;
- XV. hire and fire employees;
- XVI. provide immediate solutions to unforeseen and urgent cases within the competence of the Board, ad referendum of the Board;
- XVII. execute and / or enforce all resolutions taken by the Ordinary, Extraordinary Meetings, Board meetings and Committee Resolutions, Fiscal Council and IA Ethics Committee; and
- XVIII. to promote the interinstitutional relationship between the IA and other institutions of civil society, the private sector, and the government.

Article 37. The Vice-President is responsible for advising the President and replacing him in his absences, impediments or absences and, also, assuming the position in case of permanent vacancy.



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§ 1 The substitution will take place by means of a Board Resolution, with the express indication of the period of absence, impediment or removal of the replaced person, and the term of representation may be added.

§ 2 The Vice-President is exempt from any responsibilities, be it objective, subjective, solidary or subsidiary, of the management actions in which he did not participate, even if he is a part of it, and he will not be held personally responsible for the acts of other members of the Executive Board, whether of a civil, criminal, administrative, labor, social security or tax nature.

Article 38. The Executive Director is responsible for:

- I - sign, together with the President, any orders for opening, operating and closing bank accounts, handling of social funds, including checks or withdrawals of deposits and any kind of securities, deposits, payment orders, budget forecasts, balance sheets, balance sheets and financial reports;
- II - evaluate, monitor and propose evolutions in the management and strategies of the IA and policies;
- III - prepare the annual activity report;
- IV - authorize the payments due by the IA;
- V - monitor and control cash flow and financial transactions;
- VI - prepare the balance sheet and annual balance, and render accounts.
- VII - supervise the work of accounting;
- VIII - to manage the activities of the Secretariat and administrative office.
- IX - manage the headquarters and resources of the IA, including its files, documents, equipment and supplies;
- X - manage the IA website, including maintaining its content (pages) and publishing news and reports;
- XI - manage the Associates portfolio, including actions to attract new members and maintain the current ones;
- XII - collaborate with the Fiscal Council, Admission Committee, Ethical Standards Council, Interest Groups and specific commissions appointed by the Executive Board; and
- XIII - to elaborate and execute actions aiming at the raising of financial resources, projects, revenue generation, containment of expenses and increase in equity.

Article 39. It is the responsibility of the Substitute Executive Director to replace the Executive Director in absences, impediments or absences and, also, to assume the position in the case of permanent vacancy.



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§ 1 The substitution will take place by means of a Board Resolution, with the express indication of the period of absence, impediment or removal of the replaced person, and the term of representation may be added.

§ 2 The substitute Executive Director is exempt from any responsibilities, be it objective, subjective, solidary or subsidiary, of the actions of the direction in which he did not participate, even if he is part of it, and he will not be personally responsible for acts of other members of the Board, whether of a civil, criminal, administrative, labor, social security or tax nature.

Article 40. The IA will have a Compliance management, appointed by the Board, which will be responsible for proposing, supervising, organizing, implementing and monitoring the Institute's anti-corruption, money laundering, anti-terrorism, trade sanctions and human rights policies, based on applicable legislation and in international standards, which will be applicable to programs, projects, disbursements and other actions to be implemented by the IA or by third parties, including in relation to contracting and executing contracts with suppliers and third parties in general.

Article 41. The Compliance Management will be coordinated by a manager, whose duties will be detailed in the Internal Regulations.

Section IV – The Fiscal Council

Article 42. The Fiscal Council will be composed of executive associates, with 3 (three) sitting members and 3 (three) alternates, who will be elected at the General Meeting, with a term of 3 (three) years, with renewals permitted.

Sole paragraph - Substitute members will replace full members in their absences and temporary impediments, with no replacement order.

Article 43. The Supervisory Board is the supervisory body for the economic, financial and patrimonial management of the IA, and it is responsible for:

I - comply with and enforce these Bylaws and other rules arising therefrom;

II - analyze, on the occasion of the annual meetings, the annual plan presented by the Board, which will be disclosed to all members; and

III - to analyze and express, during the ordinary meetings, about the execution of the Executive Director's annual work plan;

IV - analyze the monthly balance sheets of the Executive Board, issuing an Opinion;



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V - to analyze and issue an Opinion on the Annual Report and the Accountability of the Executive Board, to be submitted to the General Meeting; and

VI - request an internal or external audit to assess the IA accounts.

Article 44. Annually, the Fiscal Council shall examine and issue an opinion on the IA's accounting records corresponding to the last financial year.

§ 1 Whenever deemed convenient, the Fiscal Council shall examine the rendering of accounts and statements of income and expenses, with judgment as to the merit and legitimacy of the expenses.

§ 2 Whenever deemed convenient, the Fiscal Council may request additional information that is relevant when assessing the accounts.

Article 45. The Fiscal Council must meet at least 1 (one) time each year, or whenever called by its Coordinator or by 2 (two) of its members.

Sole paragraph - The Fiscal Council Coordinator will be elected from among its members.

Article 46. The Audit Committee shall submit to the General Meeting, the irregularities, errors and frauds it investigates, according to the application of the case.

Section V - Advisory Council

Article 47. The IA Advisory Board will be composed of honorary members, being responsible for issuing opinions, recommendations to the Board and General Assembly, whenever requested, or on its own initiative through speaking at meetings or through reports.

Sole paragraph - It is the duty of all Advisory Board Members to participate in the General Assembly and Executive Board meetings, whenever called.

Section VI - Ethics Committee

Article 48. Conducts that may constitute a violation of the IA Code of Ethics and Conduct will be investigated by letter or due to reasoned complaints, by the IA Ethics Committee and may be prejudicial to other sanctions provided for by law, giving rise to the application of a penalty of ethical censorship or recommendation on proper conduct.



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Article 49. The IA Ethics Committee has a permanent character and must be integrated by 03 full members and respective alternates, chosen by the IA Presidency among the Institution's executive and honorary members.

Sole paragraph The competences, rights, duties and penalties will be specified in the IA Code of Ethics and Conduct.

Article 50. The term of office of the members of the IA Ethics Committee will be 3 (three) years, with the possibility of renewal.

Article 51. It is the duty of the IA to ensure the working conditions so that the Ethics Committee fulfills its functions, including so that the exercise of the duties of its members does not result in losses or damages.

Section VII - Coordination and Management of technical and operational activities

Article 52. The Board may create positions and designate Coordinators and Managers to administer projects, programs and research to assist them in the implementation of IA activities.

Sole paragraph - The powers, rights and duties of Coordinators and Managers will be specified in the Internal Regulations.

Section VIII - Do Exercício Social e da Prestação de Contas

Article 53. The fiscal year of the IA lasts for 1 (one) year, starting on January 1 and ending on December 31 of each year.

§ 1 At the end of each fiscal year, the Executive Board will do the bookkeeping, the balance sheet, and the income statements for the fiscal year.

§ 2 The deeds will be presented and discussed at the General Meeting and by the Audit Committee.

Article 54. The accountability of the IA will be presented respecting:

I - the Fundamental Accounting Principles and the Brazilian Accounting Standards;

II - the rendering of accounts of the resources and goods of public origin received, as determined in the sole paragraph of Article 70 of the Federal Constitution and relevant legislation; and

III - when established in the instrument for receiving public funds, conduct an independent external audit, in compliance with the established terms.



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Article 55. The board of directors shall prepare an Annual Activity Report and Annual Action Plan for the fiscal year.

Section IX – IA Dissolution

Article 56. The IA may be extinguished through a General Assembly specifically convened for this purpose.

Article 57. Upon termination, a liquidator will be appointed responsible for all acts inherent to the process, which may be remunerated.

Article 58. Directors, former directors, managers and employees have all responsibilities for the acts performed, especially on existing management liabilities.

Article 59. In the event of dissolution of the entity, the respective shareholders' equity will be transferred to another legal entity qualified under the terms of Law No. 9,790 / 99, preferably having the same corporate purpose as the IA.

Sole paragraph In the event that the legal entity loses the qualification of OSCIP, the respective available patrimony, acquired with public resources, during the period in which that qualification lasted, will be transferred to another qualified legal entity, preferably having the same corporate purpose

Section X - Patrimony, Resources and Funds

Article 60 . The IA's assets will consist of the assets, movable and immovable, and the rights belonging to it, which, in any capacity, will be added to its assets, as well as all permanent material, technical, bibliographic collection, acquired equipment. or received through contracts, covenants, agreements or similar.

Article 61. IA resources will consist of:

- I - funds from public administration bodies and entities, commercial companies and other private institutions, national or international, for the development and execution of projects in their area of operation;
- II - subsidies granted and transferred by the Government;
- III - contributions from members;
- IV - revenues from services rendered;
- V - income from investments of its financial assets, equity and funds received;
- VI - donations, legacies and inheritances that are destined to him;
- VII - reserve fund;
- VIII - contingency fund; and



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IX - equity fund.

Article 62. The Reserve Fund is created, with the purpose of supporting, improving and investing in the functioning of the entity, ensuring management and professional activities, during and after the end of the execution of the respective projects.

Sole paragraph. The Reserve Fund should also:

- I - guarantee the operational and administrative sustainability of the institution;
- II - invest in institutional assets;
- III - invest in projects related to the objects of the institution and innovative projects;
- IV - invest in social technologies and projects of public interest;
- V - ensure compliance with contracts and good development of projects; and
- VI - fund and invest in the training of its members.

§ 1 The amount to be paid to the Reserve Fund, now created, will be fixed by the IA Board, based on the balances of projects carried out and the corresponding administrative fees.

§ 2 - The amount paid to the Reserve Fund may be redeployed, at the discretion of the IA Board, in order to form the entity's Equity Fund based on the positive progress of fundraising.

Article 63. The Contingency Fund is created, with the purpose of supporting potential unforeseen events and risks, and thus covering indemnities, fees, judicial or extrajudicial actions that are not foreseen and necessary to be remedied.

§ 1 The amount to be paid to the Contingency Fund, now created, will be fixed by the IA Board, based on specific, emergency or preventive demands.

§ 2. The amount paid to the Contingency Fund may be reallocated to the other funds, at the discretion of the IA Board, based on the timing of the prescription of the respective demands.

Article 64. The IA Asset Fund is created with the purpose of:

- I - guarantee and support the entity's participation in bidding processes and selection processes and the signing of contracts, covenants, agreements, partnership terms and similar instruments
- II achieve better profitability compared to conventional investment funds; and
- III complement the Reserve and Contingency Funds in case of need.

§ 1 The Patrimonial Fund, now created, will consist of the Institute's movable and immovable assets, listed in its inventory.



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§ 2 The IA Board of Directors may, at its discretion, provide its own financial resources for the formation of the Equity Fund.

Article 65. The Funds now created may receive contributions from:

- I. IA itself;
- II. of associates; and
- III. from donations and projects with individuals and legal entities under public or private law, who wish to establish technical and institutional relations with the IA and its associates, whether these individuals or legal entities.

Sole paragraph Decisions on the use of assets and financial resources formed by the Funds now created must be adopted by the IA Board, whose leaders assume full civil responsibility for the management of resources.

Article 66. The assets and resources that form the different Funds will preferably be accounted for in separate accounts.

Article 67. Any immovable property acquired by the IA through financial resources from a partnership agreement entered into with the Public Power, in accordance with Law 9,790 / 99, will be recorded with an inalienability, non-enforceability, imprescriptibility, unavailability and impossibility of encumbrance clause ;

Sole paragraph. It is under the responsibility of the Institute's Board of Directors to analyze possible depreciation in the value of assets and to suggest possibilities for reinvestments.

Article 68. The IA will not distribute profits or dividends on own resources, project balances or donations in any capacity or under any pretext

Section XI – The Board remuneration

Article 69. The IA may remunerate the members of the Executive Board for the exercise of the position, in an amount compatible with those practiced in the market and approved by the General Meeting.

Section XII - Hiring employees and interns, and voluntary work

Article 70. The Executive Board may hire employees and interns to carry out its administrative and institutional activities, as well as to carry out projects, research and programs.

Sole paragraph - The Board will determine types of positions and salary bands.

Article 71. The Board may accept voluntary work to carry out its technical and bureaucratic activities.



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§ 1 A form will be developed to accept the voluntary work conditions, which must be duly signed by the volunteer.

§ 2 The form will have as an attachment a term of reference, specifying all activities to be developed by the volunteer and the limits of performance.

§ 3 All voluntary activities must be monitored, and the execution of activities not provided for in the form and agreed terms of reference is prohibited.

CHAPTER V

- ELECTION -

Article 72. The members of the Executive Board and the Fiscal Council and will be elected by direct and secret ballot, in the Ordinary General Meeting to be held every three years, in March, and the investiture must occur until the 15th day, of the same of March.

Article 73. Full plates must be entered for the Board.

§ 1 For the Fiscal Council, the applications will be separate, without being linked to the Board of Directors list and only the executive members of the IA may apply.

§ 2 Only the vote given to a slate for the Board of Directors will be valid, encompassing all its members.

§ 3 For the Board of Directors, the list with the highest number of votes will be considered elected. In the event of a tie, the ticket whose candidate for the presidency has the longest membership in the IA will be considered elected. The tie will be considered the ticket whose candidate for the presidency is of the highest age.

§ 4 For the Audit Committee, the three most voted candidates will be considered as elected members and the next three most voted candidates as alternates; in case of a tie, the candidate with the longest affiliation to the IA will be considered elected; If the tie persists, the oldest candidate will be considered elected.

§ 5 The candidate who simultaneously postulates the vacancy in the Fiscal Council and in the Executive Board, if elected to the latter, cannot take office in the Council.

Article 74. The elections will be called by the President, who will preside over the respective Assembly.

§ 1 The summons, which must be made at least 60 (sixty) days in advance, by notice to be posted at the Association's headquarters and in the representation units:

- a) deadline and place for registration of applications; and
- b) place, date and time of voting.



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§ 2 The notice will be sent to each of the associates, and electronic correspondence may be used, provided the receipt by the recipient is proven.

Article 75. Applications will be requested by candidates and registered with the IA secretariat up to 30 (thirty) days before the election.

Article 76. Members who:

- a) is indebted to the IA;
- b) his term of office has expired under the terms of these Bylaws, in the immediately previous management; and
- c) is serving a suspension penalty until the application deadline.

Article 77. Reelections are permitted for all positions.

CHAPTER VI

- Final dispositions -

Article 78. The Board will issue internal rules necessary to regulate these Bylaws.

Article 79. The cases omitted in these Bylaws will be resolved by the Board of Directors ad referendum of the General Assembly, except when arising from material errors in the Bylaws, I try to fully authorize the rectification and ratification.

Article 80. These Bylaws come into effect on the date of their approval by the General Meeting held on December 19, 2019, applying immediately to the pending procedures.

Approved at the General Assembly at Brasília-DF, December 19, 2019.

Guilherme Cardoso Abdala

President

Maria Luisa Nunes da Cunha

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